

LATHAM & WATKINS^{LLP}

November 9, 2004

BY ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
c/o Natek, Inc.
236 Massachusetts Avenue, N.E.
Suite 110
Washington, DC 20002

Re: DIRECTV Service to Hawaii and Alaska; MB Docket No. 03-82; *EX PARTE*

Dear Ms. Dortch:

On Friday, November 5, 2004, Stephanie Campbell and Susan Eid of DIRECTV, Inc. ("DIRECTV"), and the undersigned met with William Johnson, Eloise Gore, Rosalee Chiara and Tom Horan of the Media Bureau to discuss issues related to DIRECTV's direct broadcast satellite ("DBS") service to Hawaii and Alaska.

In this meeting, DIRECTV's representatives discussed (i) the programming packages available to Hawaiian subscribers, which are now identical to the programming received by DIRECTV subscribers residing in the continental United States with the exception of Total Choice Premier and some NFL Sunday Ticket HD games, both of which are anticipated to be available to Hawaiian subscribers in 2005; (ii) DIRECTV's improved retail presence in Hawaii, which includes access to a professional installer and equipment on every island of Hawaii; (iii) the ability of Hawaiian residents to purchase equipment via direct sales using a toll-free number listed on the DIRECTV web site; (iv) special programming offers tailored for Hawaiian residents; and (v) DIRECTV's plan to introduce local-into-local service on Hawaii. DIRECTV highlighted the extent to which it has worked in good faith to address the concerns expressed by Hawaii in this proceeding and its view that allegations set forth in Hawaii's pending petition for administrative sanctions cannot be sustained. DIRECTV requested dismissal of the petition and confirmed that it plans to follow up with Hawaii representatives directly on the points presented in the meeting.

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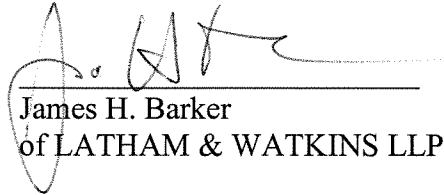
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DIRECTV also addressed briefly Microcom's allegations regarding DIRECTV's service to Alaska, and reiterated points made in its Opposition dated April 24, 2003, to which Microcom, in DIRECTV's view, has not adequately responded. DIRECTV requested that Microcom's petitions be dismissed as well, but agreed to follow up with Microcom informally regarding the allegations in its filings.

Copies of printouts utilized during this presentation are attached.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "J. Barker", is written over a horizontal line. The signature is stylized with a large initial "J" and a long, sweeping horizontal stroke.

James H. Barker
of LATHAM & WATKINS LLP

Counsel for DIRECTV, Inc.

Attachments



THERE'S NEVER BEEN A BETTER TIME TO SWITCH TO DIRECTV® SERVICE!

Now Hawaii residents can enjoy even more digital-quality entertainment than ever before.

Select from these exciting channel packages!

**TOTAL
CHOICE®** \$**36**⁹⁹
mo.
plus tax

Enjoy over 125 top channels!



All programming and pricing subject to change.

**TOTAL
CHOICE PLUS** \$**39**⁹⁹
mo.
plus tax

For only \$3.00 more, get over 20 extra channels!

Enjoy over 140 top channels including all of the above TOTAL CHOICE channels.



Expand with up to four premium packages!

Premium Packages

can be added to your basic channel package.



Includes 7 channels



Includes 9 channels



Includes 3 channels

**SPORTS
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Over 25 Specialty and Regional Sports Networks

Professional and collegiate sports subscriptions sold separately.

Just choose any number of premium packages and save!

Quantity	Additional \$ per month	Savings per month
1	\$12	-
2	\$23	\$1
3	\$33	\$3
4	\$41	\$7

There are special dish requirements for receiving DIRECTV programming in Hawaii. See hardware requirements on back or visit DIRECTV.com/hawaii for details.

Take it to the next level with DIRECTV HD channels.

DIRECTV® HD Programming Package

The DIRECTV HD Package delivers an assortment of family, sports and cutting-edge programming and special events.



\$10.99
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Special
Events

Additional High-Definition Programming

Included in other programming packages and in DIRECTV® Pay Per View.



Over 125
games in HD.*

Only From DIRECTV

To access DIRECTV HD programming, a DIRECTV HD Receiver and HD television equipment are required. See Hawaii hardware requirements below regarding DIRECTV Dishes.

Get in on the action with the best selection of sports subscriptions.

Seasonal Sports Subscriptions

Prices vary by subscription.



Only From DIRECTV



Journey to the farthest reaches of the globe with International Programming.

International Programming



DIRECTV PARA TODOS® service

offers you access to over 50 channels in Spanish* and 205 in English. Enjoy the best programming in Spanish combined with your favorite English-language channels — more variety and better value!



Jadeworld

Jadeworld

offers you a whole new realm of Chinese TV entertainment. Five outstanding channels including dramas, films, variety shows, news and kids' programming in Mandarin and Cantonese!

*Includes English-language broadcast channels with alternate Spanish audio. See Hawaii hardware requirements below regarding DIRECTV Dishes.

3 steps to get DIRECTV® service. Here's how:

- 1** ▶ Purchase a DIRECTV® System with standard professional installation at your local retailer.
- 2** ▶ Have your DIRECTV System professionally installed.
After you have purchased a DIRECTV System with standard professional installation, a professional installer will come to your home and set it up. The installer will install your dish(es) for optimum reception, connect your receiver to your TV, VCR or DVD player, and activate your DIRECTV programming. The installer can answer any questions you may have about your new system. **We strongly recommend that you have your new system professionally installed to get the maximum television viewing experience. See your dealer for all the details.**
- 3** ▶ Enjoy!
DIRECTV programming gives you access to the favorite channels you and your family love to watch — all in digital-quality picture and sound, all in the comfort of your own home.

Hawaii Hardware Requirements

- ▶ For DIRECTV TOTAL CHOICE® programming, premium packages and seasonal sports subscriptions, you will need **one (1)** 90-centimeter DIRECTV Dish.
- ▶ For DIRECTV TOTAL CHOICE programming, premium packages, seasonal sports subscriptions and **International Programming**, you will need **two (2)** 90-centimeter DIRECTV Dishes.
- ▶ For DIRECTV TOTAL CHOICE programming, premium packages, seasonal sports subscriptions, **International** and **HD Programming**, you will need **three (3)** 90-centimeter DIRECTV Dishes.

Visit DIRECTV.com/hawaii for complete information on equipment requirements.


Due to the limits in signal coverage, customers in Hawaii will not have access to STARZ Super Pak® or Hawaii local channels. DIRECTV looks forward to offering additional services in the future.

For more information about DIRECTV programming, visit DIRECTV.com



*Actual number of games varies due to blackouts and other conditions. ACTIVATION OF PROGRAMMING MAY BE SUBJECT TO CREDIT APPROVAL AND REQUIRES VALID SERVICE ADDRESS, SOCIAL SECURITY NUMBER AND/OR MAJOR CREDIT CARD. DEPOSIT/PREPAYMENT MAY BE REQUIRED. To receive sports and a la carte programming and to order pay per view by remote, a DIRECTV subscription is required and all DIRECTV Receivers must be continuously connected to the same land-based phone line. Most sports subscriptions automatically continue each year at a special renewal rate, provided DIRECTV carries these services, unless customer calls to cancel prior to the start of the season. Commercial locations require an appropriate license agreement. Commercial signal theft is subject to civil and criminal penalties. Programming, pricing, terms and conditions subject to change. Pricing is residential. Taxes not included. Receipt of DIRECTV programming is subject to the terms of the DIRECTV Customer Agreement; a copy is provided at DIRECTV.com and in your first DIRECTV bill. Hardware and programming sold separately. DIRECTV services not provided outside the U.S. NFL SUNDAY TICKET programming consists of Sunday games broadcast at 1pm and 4pm ET. However, games broadcast by your local FOX or CBS affiliate may not be available in NFL SUNDAY TICKET. NFL, the NFL Shield design, NFL SUNDAY TICKET name and logo are registered trademarks of the NFL and its affiliates. NFL team names and uniform designs are registered trademarks of the teams indicated. Major League Baseball trademarks and copyrights are used with permission of Major League Baseball Properties, Inc. Visit the official website at MLB.com. The NBA and individual NBA member team identifications reproduced on this product are trademarks and copyrighted designs, and/or other forms of intellectual property, that are the exclusive property of NBA Properties, Inc. and the respective NBA member teams and may not be used, in whole or in part, without the prior written consent of NBA Properties, Inc. ©2004 NBA Properties, Inc. All Rights Reserved. NHL, the NHL Shield and CENTER ICE are registered trademarks of the National Hockey League. NHL and team marks are the property of the NHL and its teams. ©NHL 2004. All rights reserved. Games telecast locally may also be included in ESPN FULL COURT, ESPN College Grand Slam and ESPN GamePlan. Some games telecast locally may also be seen as part of MLS DIRECTV KICK. Subscriptions subject to applicable sales tax. ©The Fox Sports Net, Fox Sports World, Fuel, names and logos are trademarks of Twentieth Century Fox and its related entities. All rights reserved. ©2004 CSTV. College Sports Television. All rights reserved. HBO® and Cinemax® are service marks of Home Box Office, Inc. ©2004 Showtime Networks Inc. All rights reserved. SHOWTIME, SHOWTIME UNLIMITED and related marks are trademarks of Showtime Networks Inc., a Viacom company. DIRECTV hardware, programming and DVR service sold separately. ©2004 DIRECTV, Inc. DIRECTV and the Cyclone Design logo, TOTAL CHOICE and DIRECTV PARA TODOS are registered trademarks of DIRECTV, Inc. All other trademarks and service marks are the property of their respective owners. 09/04 21213SL

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THE PUNISHER is born when his family is murdered...

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PROGRAMMING

Hawaii



GET DIRECTV® SERVICE IN HAWAII TODAY!

NEW CUSTOMERS are eligible for our [3 months of HBO®](#) and [Cinemax®](#) offer and can order their DIRECTV System by calling 1-877-897-8131.

CURRENT CUSTOMERS can upgrade their current DIRECTV System or add another receiver to the mix by [ordering online](#).

ALOHA! WE'VE GOT GREAT NEWS FOR RESIDENTS OF HAWAII

Hawaii customers can enjoy even more digital-quality entertainment than before, including our TOTAL CHOICE® or TOTAL CHOICE PLUS programming package, plus additional premium movie channels, high-definition, international, and sports programming.

** DIRECTV PACKAGES IN HAWAII

** PREMIUM MOVIE CHANNELS

** HIGH-DEFINITION

** INTERNATIONAL PROGRAMMING

** SPORTS PROGRAMMING

** EQUIPMENT REQUIREMENTS

DIRECTV® PACKAGES IN HAWAII

TOTAL CHOICE - Over 125 Channels for \$36.99/mo.

Our TOTAL CHOICE package is your first step to better TV. You'll get over 125 quality channels of movies, sports, family and music programming. Enjoy your favorites and a whole lot more — all at one low price! [View channel lineup.](#)

TOTAL CHOICE PLUS - Over 145 Channels for \$39.99/mo.

Our TOTAL CHOICE PLUS package delivers more joy for the whole family! For only \$3.00 more per month, you get over 15 extra channels with the TOTAL CHOICE PLUS package! You'll get over 145 quality channels, including family and children's programming, the best sports networks, a variety of news and entertainment channels, commercial-free music stations, and more of the great programming you love. [View channel lineup.](#)

Because of Hawaii's unique geographic location, our TOTAL CHOICE PREMIER package is not available to Hawaii residents.

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PREMIUM MOVIE CHANNELS

You can include up to 19 premium movie channels with your TOTAL CHOICE® or TOTAL CHOICE PLUS base package, including:

HBO® - 7 HBO® channels.

SHOWTIME UNLIMITED® - 5 SHOWTIME® channels, 2 channels of The Movie Channel®, 1 FLIX® channel and 1 Sundance Channel®.

Cinemax® - 3 Cinemax® channels.

SPORTS Pack - Over 25 specialty and regional sports networks, including Fox Sports World, The Golf Channel, The Outdoor Channel, NBA TV, FUEL, CSTV: College Sports Television and TVG, The Interactive Horseracing Network. (Not available to all Hawaii customers. Blackout restrictions apply. Professional and collegiate sports subscriptions sold separately.)

SAVE WHEN YOU ORDER MORE THAN ONE PREMIUM SERVICE
You'll pay just an additional:

1st premium \$12/mo.
2nd premium \$11/mo.
3rd premium \$10/mo.
4th premium \$8/mo.

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HIGH-DEFINITION

Hawaii residents with HD equipment can enjoy high-definition programming from DIRECTV. Learn more about [high-definition programming](#).

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INTERNATIONAL PROGRAMMING

DIRECTV offers Hawaii residents a unique offering of international services, including Spanish, Chinese, and Vietnamese-language programming.

OPCIÓN EXTRA ESPECIAL® \$33.99/mo. – More than 125 channels of quality programming.

OPCIÓN ULTRA ESPECIAL™ \$37.99/mo. – The same quality programming found in OPCIÓN EXTRA ESPECIAL®, plus an additional 18 channels.

Jadeworld \$36.99/mo. – Watch exclusive Chinese-language programming 24 hours a day.

VietnameseDirect™ **\$14.99/mo** – Watch Saigon Broadcasting Television Network (SBTN), the first 24-hour Vietnamese programming network in America.

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SPORTS PROGRAMMING

DIRECTV has the largest selection of sports subscription packages available, including NFL SUNDAY TICKET™. Learn more about our [sports subscription packages](#).


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EQUIPMENT REQUIREMENTS

To receive DIRECTV programming in Hawaii, a 39" x 29" DIRECTV® dish is required. For DIRECTV PARA TODOS, Jadeworld or HD programming, up to three (3) 90-centimeter dishes may be needed.

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TOTAL CHOICE PREMIER, OPCIÓN PREMIER, STARZ SUPER PAK® and LOCAL CHANNELS are not available to Hawaii residents.



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The nation's top college football teams battle every Saturday

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PROGRAMMING
Hawaii



NEW CUSTOMER OFFER FOR HAWAII RESIDENTS!

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3 Months of HBO® and Cinemax®

Just activate HBO® and Cinemax® with your annual commitment to any DIRECTV® TOTAL CHOICE® programming package.

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GET a DIRECTV® System for up to 3 Rooms FREE!

Includes a satellite dish, up to 3 standard receivers and standard installation.

Annual programming commitment required. Hardware and programming sold separately. Add \$4.99/mo. for separate programming on second and each additional TV.

CALL 1-877-897-8131 TO ORDER

DARE TO COMPARE

Still not sure? We invite you to learn more about:

- Our incredible channel choices
- What your cost may be
- HBO®
- SHOWTIME UNLIMITED®
- Cinemax®
- SPORTS Pack


THERE'S NEVER BEEN A BETTER TIME TO SWITCH TO DIRECTV® SERVICE!

HAWAII RESIDENTS, CALL 1-877-897-8131 TO ORDER NOW

ACTIVATION OF PROGRAMMING MAY BE SUBJECT TO CREDIT APPROVAL AND REQUIRES VALID SERVICE ADDRESS, SOCIAL SECURITY NUMBER AND/OR MAJOR CREDIT CARD. DEPOSIT/PREPAYMENT MAY BE REQUIRED. Offers available to new residential customers between 10/31/04 and 2/28/05 who subscribe to 12 consecutive months of any DIRECTV TOTAL CHOICE programming package (\$36.99/mo. or above), DIRECTV PARA TODOS programming package (\$26.99/mo. or above) or qualifying international services bundle, plus activate HBO® and Cinemax® within 30 days of equipment purchase. In the fourth month, customer's HBO® and Cinemax® services will roll to the regular payable monthly charges (\$12.00/mo. or less, each). The DIRECTV System has a feature which allows restricted access to or blocking of entire channels. FAILURE TO ACTIVATE THE DIRECTV SYSTEM WITHIN 30 DAYS OF PURCHASE MAY RESULT IN A CHARGE OF \$150.00 U.S. DOLLARS PER DIRECTV RECEIVER NOT ACTIVATED. IF




YOU FAIL TO MAINTAIN AN ANNUAL PROGRAMMING COMMITMENT, DIRECTV MAY CHARGE A PRORATED FEE OF UP TO \$150.00. IN LIEU OF PAYMENT, YOU HAVE AN OPTION TO SEND YOUR DIRECTV SYSTEM EQUIPMENT TO DIRECTV. VISIT DIRECTV.COM OR CALL 1-800-DIRECTV FOR DETAILS. Programming, pricing, terms and conditions subject to change. Taxes not included. Equipment specifications and programming options may vary in AK or HI. DIRECTV services not provided outside the U.S. Receipt of DIRECTV programming is subject to the terms of the DIRECTV Customer Agreement; a copy is provided at DIRECTV.com and in your first bill. HBO® and Cinemax® are registered service marks of Home Box Office, Inc. ©2004 DIRECTV, Inc. DIRECTV and the Cyclone Design logo, TOTAL CHOICE and DIRECTV PARA TODOS are registered trademarks of DIRECTV, Inc.

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Local Dealers

You can buy your DIRECTV® System from an authorized local dealer. Please note: Not all models are available from all dealers.

The DIRECTV® HD DVR is currently not available for purchase through DIRECTV.com or calling DIRECTV. The DIRECTV® HD DVR is only sold through authorized local retailers.



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No Dealers Found

Your ZIP code: **96746**
Dealers within:
☒ 5 miles
☐ 10 miles
☐ 15 miles
☐ 20 miles
☐ 30 miles
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You can also:

- Buy your system online from DIRECTV. We have offers for new customers and returning customers.
- Buy your system from an online retailer.
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DIRECTV complies with FCC rules for neighborhood satellite dish installation.

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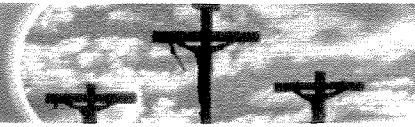


Prime Time



PM

The movie everyone
is talking about...

**DID YOU**

We offer 30+ commercial
audio music channels. D

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Local Dealers

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KAPAA, HI 96746
(808) 821-1313
[Click here to see a map](#)

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GET DIRECTV® SERVICE THE WAY YOU WANT IT – IT'S EASY!
Just follow the steps below as many times as you want until you build your perfect system.

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GET A **FREE** 3-ROOM DIRECTV® SYSTEM

DIRECTV® DVR SYSTEM UP TO 3-ROOMS **\$99**

DIRECTV® HD SYSTEM UP TO 3-ROOMS **\$299**

☒ Free System ☐ DVR - \$99 ☐ HD - \$299

STEP 2 Enter your ZIP code

ZIP Code

STEP 3 How many total rooms

☒ 1 ☐ 2 ☐ 3 or more

STEP 4 Choose your language(s)

☒ English Language Programming
☐ Spanish, Cantonese or Mandarin
☐ Other Foreign Languages

Build My System ▶

HAWAII RESIDENTS -- ENJOY UP TO 3 ROOMS FREE
Because of Hawaii's unique equipment and programming needs, we've set up a special toll-free telephone number just for you.
Just call 1-877-897-8131 to order any of our DIRECTV® System equipment.
Aloha to great deals!
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